

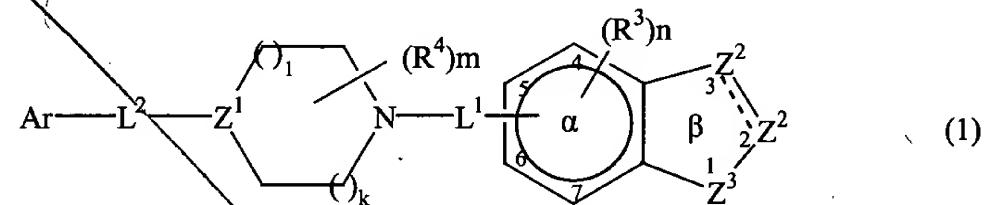
09/575060

## **AMENDMENT**

**In the Claims:**

**Please replace present claim 1 with the following claim 1:**

1. (Amended) A compound of the formula:



and the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof, wherein

represents a single or double bond;

one  $Z^2$  is CA or  $CR^8A$  and the other is  $CR^1_1, CR^1_2, NR^6$  or N wherein each  $R^1, R^6$  and  $R^8$  is independently hydrogen or noninterfering substituent;

A is  $-W_i-COX_jY$  wherein Y is COR<sup>2</sup> or an isostere thereof and R<sup>2</sup> is hydrogen or a noninterfering substituent, each of W and X is a spacer of 2-6 Å, and each of i and j is independently 0 or 1;

$Z^3$  is  $NR^7$  or  $O$ :

each  $R^3$  is independently a noninterfering substituent;

n is 0-3;

each of  $L^1$  and  $L^2$  is a linker;

each  $R^4$  is independently a noninterfering substituent;

m is 0-4;

Z<sup>1</sup> is N.

each of  $l$  and  $k$  is 1;

Ar is an aryl group substituted with 0-5 noninterfering substituents, wherein two noninterfering substituents can form a fused ring; and

the distance between the atom of Ar linked to  $L^2$  and the center of the  $\alpha$  ring is 4.5-24 Å.

*AJ*  
Please cancel claims 10 and 13.

**Please replace present claim 39 with the following claim 39:**

39. (Amended) A pharmaceutical composition for treating conditions characterized by enhanced p38- $\alpha$  activity which composition comprises a therapeutically effective amount of a compound claim 1 or the pharmaceutically acceptable salts thereof, along with a pharmaceutically acceptable excipient.

**Please replace present claim 42 with the following claim 42:**

*AJ*  
42. (Amended) A method to treat rheumatoid arthritis comprising administering to a subject in need of such treatment a compound of claim 1 or the pharmaceutically acceptable salts thereof, or a pharmaceutical composition thereof.

*AJ*  
Please cancel claims 43 and 44.